

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re: § Chapter 11  
§  
FIELDWOOD ENERGY III LLC, et al. § Case No. 20-33948 (MI)  
§  
§ (Jointly Administered)  
Post-Effective date Debtors.<sup>1</sup> §

STIPULATION AND AGREED ORDER GRANTING THE  
PLAN ADMINISTRATOR'S OBJECTION TO  
ECOPETROL AMERICA LLC'S  
PROOF OF CLAIM NO. 455

[Related to POC No. 455 and Doc. No. 2829]

This Stipulation and Agreed Order (the “Stipulation”) is entered into by and among David Dunn (“Administrator”), as Plan Administrator of Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, Fieldwood Energy Inc., GOM Shelf LLC and FW GOM Pipeline, Inc. and Ecopetrol America LLC (“Ecopetrol”) (together, the Administrator and Ecopetrol are collectively referred to as the “Parties”, and each as a “Party”). The Parties hereby stipulate and agree as follows:

**WHEREAS,** Ecopetrol filed Proof of Claim No. 455 (the “Ecopetrol Claim”);

**WHEREAS,** the Administrator filed his Objection to Ecopetrol America LLC's Proof of

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<sup>1</sup> The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor's federal tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494); Fieldwood Energy, Inc. (4991, GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III LLC, Fieldwood Energy Offshore, LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 16255 Ventura Blvd., Suite 440, Encino, CA, 91436, C/O Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. (collectively, the “**Post-Effective Date FWE I Subsidiaries**”) are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtors), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Offshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703; and Galveston Bay Processing LLC (0422).

Claim No. 455 (Doc. No. 2829) (the “Objection”)<sup>2</sup> on August 15, 2023; and

**WHEREAS**, the Parties have agreed, subject to the approval of the Bankruptcy Court, to resolve the Objection as set forth herein.

**NOW, THEREFORE**, after good-faith, arms-length negotiations, in consideration of the foregoing, it is hereby **STIPULATED AND AGREED**, and upon approval by the Bankruptcy Court of this Stipulation, it is so **ORDERED**:

1. The foregoing recitals are hereby incorporated by reference into this Stipulation with the same force and effect as if set forth fully herein.
2. The Objection is sustained as set forth herein.
3. The Ecopetrol Claim is disallowed in its entirety solely with respect to the Debtors, the Debtors’ bankruptcy estates, the Administrator, and the Post-Effective Date Debtors; *provided however*; that such disallowance shall not affect any rights or claims held by Ecopetrol America LLC against any third parties, including, without limitation, indemnity claims Ecopetrol America LLC may have against QuarterNorth Energy LLC (and any of its successors or assigns) related to Atlantic Maritime Services LLC.
4. Except as otherwise provided in this Stipulation, nothing in this Stipulation shall be deemed: (a) an admission as to the validity of any claim against the Debtors; (b) a waiver of the Administrator’s rights to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Objection or any order granting the relief requested by this Objection; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to Section 365 of

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Objection.

the Bankruptcy Code; or (f) a waiver of the Administrator's rights under the Bankruptcy Code or any other applicable law.

5. Kroll Restructuring Administration LLC, the Debtors' claims and noticing agent, (the "Claims Agent") is authorized and directed to update the claims register maintained in these chapter 11 cases to reflect the relief granted in this Stipulation.

6. The Administrator, the Claims Agent, and the Clerk of the Court are authorized to take all actions necessary to effectuate the relief granted pursuant to this Stipulation in accordance with the Objection.

7. This Court retains exclusive jurisdiction to resolve any dispute arising from or related to this Stipulation.

Signed: \_\_\_\_\_, 2023

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Honorable Marvin Isgur

**AGREED:**

**BOND ELLIS EPPICH SCHAFER JONES SQUIRE PATTON BOGGS (US) LLP  
LLP**

/s/ Aaron Guerrero

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**ATTORNEYS FOR ECOPETROL  
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